

EXHIBIT A

The United States of America



**CERTIFICATE OF REGISTRATION
PRINCIPAL REGISTER**

The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.

The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office; that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Director of the United States Patent and Trademark Office; and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.

A copy of the Mark and pertinent data from the application are part of this certificate.

To avoid CANCELLATION of the registration, the owner of the registration must submit a declaration of continued use or excusable non-use between the fifth and sixth years after the registration date. (See next page for more information.) Assuming such a declaration is properly filed, the registration will remain in force for ten (10) years, unless terminated by an order of the Commissioner for Trademarks or a federal court. (See next page for information on maintenance requirements for successive ten-year periods.)



Jon W. I. Dudas

Director of the United States Patent and Trademark Office

Int. Cls.: 35, 36 and 41

Prior U.S. Cls.: 100, 101, 102 and 107

United States Patent and Trademark Office

Reg. No. 3,190,377

Registered Jan. 2, 2007

**SERVICE MARK
PRINCIPAL REGISTER**

ART CAPITAL GROUP

ART CAPITAL GROUP, INC. (DELAWARE CORPORATION)
980 MADISON AVENUE
3RD FLOOR
NEW YORK, NY 10021

FOR: RETAIL STORE AND ON-LINE RETAIL STORE SERVICES FEATURING ART CATALOGS, POSTERS, AND SOUVENIRS OFFERED IN CONNECTION WITH ART EXHIBITS, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 5-21-2001; IN COMMERCE 5-21-2001.

FOR: FINANCIAL SERVICES, NAMELY, ARRANGING FOR THE FINANCING FOR LEASING OF ART COLLECTIONS, ARRANGING FOR CORPORATE AND FOUNDATION SPONSORSHIP OF ART EXHIBITIONS, BROKERAGE OF ART COLLECTIONS AVAILABLE FOR EXHIBITION; BROKERAGE OF ART FROM MUSEUMS, ESTATES, CORPORATIONS, ORGANIZATIONS AND PRIVATE INDIVIDUALS TO MUSEUMS, ESTATES, CORPORATIONS, ORGANIZATIONS AND PRIVATE INDIVIDUALS, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 5-21-2001; IN COMMERCE 5-21-2001.

FOR: CREATING EXHIBITIONS BY GATHERING ART WORKS FROM MUSEUMS, ESTATES, CORPORATIONS AND PRIVATE INDIVIDUALS AND ORGANIZING THEM INTO EXHIBITIONS; LEASING WORKS OF ART FROM MUSEUMS, ESTATES, CORPORATIONS, ORGANIZATIONS AND PRIVATE INDIVIDUALS TO MUSEUMS, ESTATES, CORPORATIONS, ORGANIZATIONS AND PRIVATE INDIVIDUALS, IN CLASS 41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 5-21-2001; IN COMMERCE 5-21-2001.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "CAPITAL GROUP", APART FROM THE MARK AS SHOWN.

SEC. 2(F).

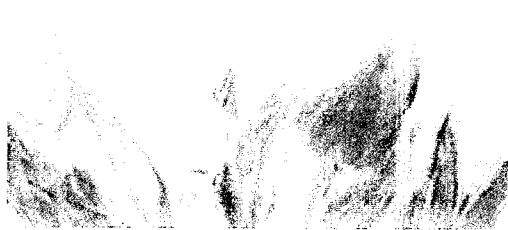
SER. NO. 76-238,397, FILED 4-10-2001.

KATHLEEN M. VANSTON, EXAMINING ATTORNEY

EXHIBIT B



Art Capital Group



Art Capital Group
1000 15th Street, Suite 1000
San Francisco, CA 94103
Tel: 415.774.1000
Fax: 415.774.1001
www.artcapitalgroup.com



Art Capital Group

about us

about us

products

services

contact us

Art Capital Group (ACG) offers financial and consulting service to assist art owners in creating liquidity from art assets.



ACG is recognized as the only independent art lending, and our clients are assured of flexibility, and responsiveness to their financial needs. Combining expertise in finance and art, we provide customized solutions to the fine decorative art world.



products & services

products & services

Term Loans

Bridge Loans, Advances & Auction Guarantees

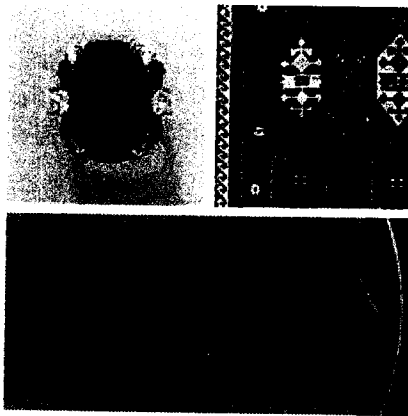
Acquisition Financing

Revolving Lines of Credit

Dealer Inventory Financing

Collection Advisory & Management

We offer recourse and non recourse asset based financing. Unlike traditional sources of capital, we are comfortable utilizing and decorative art as the sole asset securing a loan or as a part of a collateral package. Our financing products and services:



Term Loans

Bridge Loans, Advances & Auction Guarantees

Acquisition financing

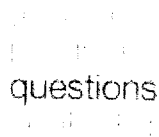
Revolving Lines of Credit

Dealer Inventory Financing

Collection Advisory & Management



frequently asked questions



What is the difference between a recourse and a non-recourse loan?

We own art that is going to auction. Are we eligible for a loan?

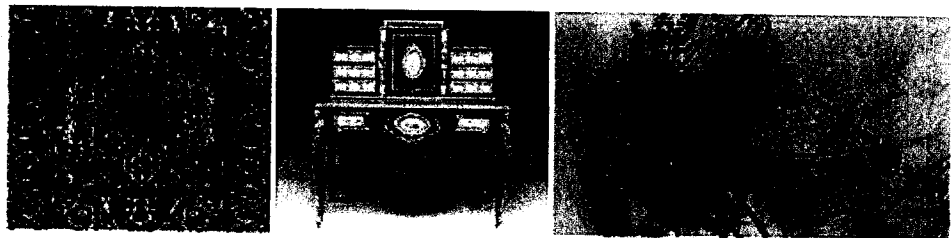
How long does it take to get financing?

Do you work in conjunction with the auction houses?

I am looking to finance my collection, which is in both Europe and the United States. Can ACG lend against assets held offshore or against assets owned by offshore entities?

What are the terms of a loan?

What happens to my art once I finance against it?



What is the difference between a recourse and a non-recourse loan?

A recourse loan is secured by the art assets in addition to being guaranteed by the borrower. A recourse loan implies that a borrower's full credit backs the loan. A non-recourse loan is secured solely by the art assets underlying it. A non-recourse loan typically incurs a higher interest rate as the art is not undersigned by the client and acts as the source of collateral for the loan.

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We own art that is going to auction. Are we eligible for a loan?

Absolutely. A loan secured by art that is scheduled to be sold (a bridge loan) is one of the most popular financing products. Bridge loans from Art Capital Group provide art owners with liquidity from their art assets well before the planned sale. By financing a bridge through ACG, a borrower maintains the flexibility to sell privately or through any of the major auction houses. Ultimately, the proceeds from the planned sale are used to repay the loan, with the balance of proceeds being returned to the client.

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How long does it take to get financing?

We complete many transactions within 30 days, and often within a couple of weeks.

introduction to prospective clients. We understand the urgency of completing transactions rapidly and efficiently. The timing of a transaction is principally driven by the speed with which we gain access to the materials needed to evaluate the art assets and the borrower's credit.

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Do you work in conjunction with the auction houses?

ACG is an independent finance company, and we are not affiliated with any of the auction houses directly. We often work with auction houses to sell assets on behalf of clients, however. We are able to buy and sell art, either privately or at auction, to get the best price for our client. Additionally, as a specialist company, we can manage the entire auction process on behalf of our clients.

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I am looking to finance my collection, which is in both Europe and the United States. Can ACG lend against assets held offshore or against assets owned by offshore entities?

Yes. ACG has global lending capabilities, and we represent clients worldwide. Restricting the location of the art collateral securing a loan may exist, depending on the venue, as security laws differ from country to country. Loans are typically denominated in U.S. dollars but may be arranged in other currencies.

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What are the terms of a loan?

Because art assets and the needs of our clients are unique, we customize our loans for each client based on individual circumstances. Art Capital Group offers flexible terms to our clients because we understand that each collection and piece of art requires special attention.

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What happens to my art once I finance against it?

There are several options from which to choose. Artwork can be stored in one of our storage facilities in New York City or displayed in our Madison Avenue gallery space. If located abroad, pieces can be stored in appropriate storage facilities under Art Capital Group's control.

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Art Capital Group

contact us

Art Capital Group
980 Madison Avenue, 3rd Floor
(Between 76th and 77th Streets)
New York, NY 10021
T 212 585 3939
F 212 585 0247
info@artcapitalgroup.com



Art Capital Group
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(Between 76th and 77th Streets)
New York, NY 10021
T 212 585 3939
F 212 585 0247
info@artcapitalgroup.com

EXHIBIT C

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Marybeth Peters

Register of Copyrights, United States of America



Form TX

For a Nondramatic Literary Work

regist.

TX 5-543-372

EFFECTIVE DATE OF REGISTRATION

Apr 27 2007
Month Day Year

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

1

TITLE OF THIS WORK ▼

Art Capital Group website, www.artcapitalgroup.com

PREVIOUS OR ALTERNATIVE TITLES ▼

PUBLICATION AS A CONTRIBUTION If this work was published as a contribution to a periodical, serial, or collection, give information about the collective work in which the contribution appeared: Title of Collective Work ▼

If published in a periodical or serial give: Volume ▼

Number ▼

Issue Date ▼

On Pages ▼

2

NAME OF AUTHOR ▼

Office in Concept, Inc.

DATES OF BIRTH AND DEATH

Year Born ▼

Year Died ▼

Was this contribution to the work a "work made for hire"? ☒ Yes ☐ No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR ☒ Citizen of ▼

☒ Domiciled in: New York corporation

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? ☐ Yes ☒ No

Pseudonymous? ☐ Yes ☒ No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼ text, artwork and screen displays (excluding photographs of works of art that are in the public domain)

NAME OF AUTHOR ▼

Art Capital Group, LLC

DATES OF BIRTH AND DEATH

Year Born ▼

Year Died ▼

Was this contribution to the work a "work made for hire"? ☒ Yes ☐ No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR ☒ Citizen of ▼

☒ Domiciled in: Delaware LLC

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? ☐ Yes ☒ No

Pseudonymous? ☐ Yes ☒ No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

Source Code

NAME OF AUTHOR ▼

DATES OF BIRTH AND DEATH

Year Born ▼

Year Died ▼

Was this contribution to the work a "work made for hire"? ☐ Yes ☒ No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR ☐ Citizen of ▼

☐ Domiciled in: _____

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? ☐ Yes ☒ No

Pseudonymous? ☐ Yes ☒ No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

3

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED

2005

DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK

Complete this information ONLY if this work has been published.

Month: April

Day: 3

Year: 2005

United States

4

COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. ▼

Art Capital Group, LLC
980 Madison Avenue
New York, NY 10021

APPLICATION RECEIVED

APR 17 2007

ONE DEPOSIT RECEIVED

TWO DEPOSITS RECEIVED

FUNDS RECEIVED

TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright. ▼

Copyrights in text, artwork and screen displays were transferred to Art Capital Group from Office in Concept, Inc. by written agreement

MORE ON BACK ►

• Complete all applicable spaces (numbers 5-8) on the reverse side of this page.
• See detailed instructions.
• Sign the form at line 8.

DO NOT WRITE HERE

Page 1 of _____ pages

NOTE
Under the law, the "author" of a "work made for hire" is generally the employer, not the employee (see instructions). For any part of this work that was "made for hire" check "Yes" in the space provided, give the employer (or other person for whom the work was prepared) as "Author" of that part, and leave the space for dates of birth and death blank.

DO NOT WRITE HERE OFFICE USE ONLY

*Amended by C.O. per email from
Rachelle Dubow on 4-27-2007.

EXAMINED BY <u>AK</u>	FORM TX
CHECKED BY _____	
<input type="checkbox"/> CORRESPONDENCE Yes	FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

☐ Yes ☒ No If your answer is "Yes," why is another registration being sought? (Check appropriate box.) ▼

a. ☐ This is the first published edition of a work previously registered in unpublished form

b. ☐ This is the first application submitted by this author as copyright claimant.

c. ☐ This is a changed version of the work as shown by space 6 on this application.

If your answer is "Yes," give: Previous Registration Number ▶

Year of Registration ▶

5

DERIVATIVE WORK OR COMPILATION

Preexisting Material Identify any preexisting work or works that this work is based on or incorporates. ▼

The work includes photographs of works of art that are in the public domain

a 6

Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. ▼

Applicant claims copyrights in the source code, text, ~~non-pictorial artwork~~, screen displays, and the compilation of text and non-pictorial artwork, and screen displays, other than the excluded photographs of works of art that are in the public domain

See instructions
before completing
this space.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
Name ▼ Account Number ▼

a 7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt/City/State/Zip ▼

Rachelle A. Dubow
Bingham McCutchen LLP
150 Federal Street

Boston, MA 02110

Area code and daytime telephone number ▶ 617-951-8939

Email ▶ rachelle.dubow@bingham.com

Fax number ▶ 617-951-8736

b

CERTIFICATION* I, the undersigned, hereby certify that I am the

Check only one ▶

☐ author

☐ other copyright claimant

☐ owner of exclusive right(s)

☒ authorized agent of

Art Capital Group, LLC

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Name of author or other copyright claimant, or owner of exclusive right(s) ▲

8

Typed or printed name and date ▼ If this application gives a date of publication in space 3, do not sign and submit it before that date.

Ian Peck, President

Date ▶

4/3/07

Handwritten signature ▼

Certificate
will be
mailed in
window
envelope
to this
address:

Name ▼	Rachelle A. Dubow Bingham McCutchen LLP
Number/Street/Apt ▼	150 Federal Street
City/State/Zip ▼	Boston, MA 02110

• Complete all necessary spaces
• Sign your application in space 8

1. Application form
2. Nonrefundable filing fee in check or money
order payable to Register of Copyrights
3. Deposit material

Library of Congress
Copyright Office
101 Independence Avenue SE
Washington, DC 20558-6222

9

*17 USC §508(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 409, or in any written statement filed in connection with the application, shall be fined not more than \$2,500.

EXHIBIT D

CAPITAL

[Home](#)

About Us

Clients

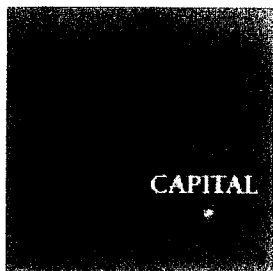
Financing Products

Contact Info

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developed by COMPTON ELECTRONICS INC.

artinfo@fine



About Us

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About Us

Fine Art Capital lends money to individuals, art dealers, trusts & estates, and museums seeking to finance new acquisitions and borrow against an existing collection of art and antiques. Qualified clients can borrow \$500,000 to \$100,000,000 for up to 20 years and retain possession of their collection.

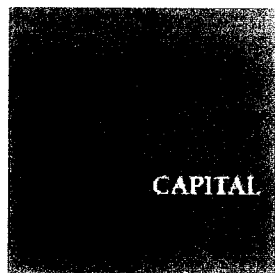
Our sole business is to provide liquidity to collectors and to the fine and decorative art community. We do not offer art advisory services or trade in art and antiques.



"It had long since c
attention that pe
accomplishment rare
and let things happ
They went out and b
things."

-- Leonardo Da

artinfo@fineartcapital.com



Clients



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[Individuals](#)

[Art Dealers](#)

[Trusts & Estates](#)

[Wealth Advisors](#)

[Museums](#)

[Financing Products](#)

[Contact Info](#)

Clients

Fine Art Capital brings together experts in art and banking to do one thing: lend money using art and antiques as collateral.

The company offers a full complement of financing programs designed to meet the needs of individuals, art dealers and advisors, private wealth managers and trust & estate professionals.

Financing can eliminate the significant taxes and transaction costs associated with the sale of art and antiques. The federal capital gains tax on art and antiques is 28% (versus 15% for stocks, bonds and real estate). Adding state and local taxes, a sale can trigger a total tax bill of 40%+- on the gain, depending on the seller's domicile. That's before transaction costs which can be as high as 20-30% of the value of the assets sold.

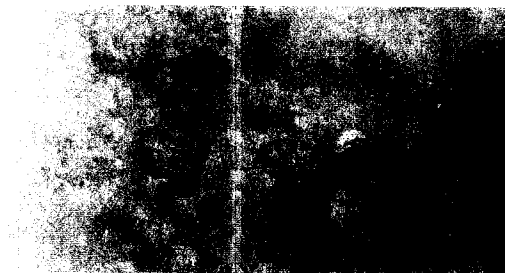


"I was very embarrassed
my canvases began to
prices. I saw myself
to a future of not
Masterpiece

-- Henri Matisse

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Designed by: COMMUNICATION PARTNERS WORLD



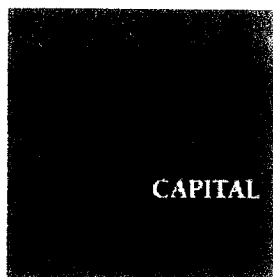
Contact Info

Telephone: 212-850-4500
Email: artinfo@fineartcapital.com



-- John Singer S

artinfo@finea



Financing Products



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[Acquisition Financing](#)

[Liquidity Loans](#)

[Lines of Credit](#)

[Inventory Financing](#)

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[Consignment Loans](#)

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Financing Products

Fine Art Capital offers a full complement of debt products to finance new purchases and create liquidity from an existing collection. The company provides acquisition financing, liquidity loans, lines of credit, inventory financing, sale financing and consignment financing.

Fine Art Capital lends \$500,000 to \$100,000,000 for terms of 6 months to 20 years. Loans can be secured by a broad range of art and antiques, including paintings, drawings, sculpture, furniture and decorative arts.

Clients can retain possession of their art and antiques.



"Art cannot be n
art is timele:

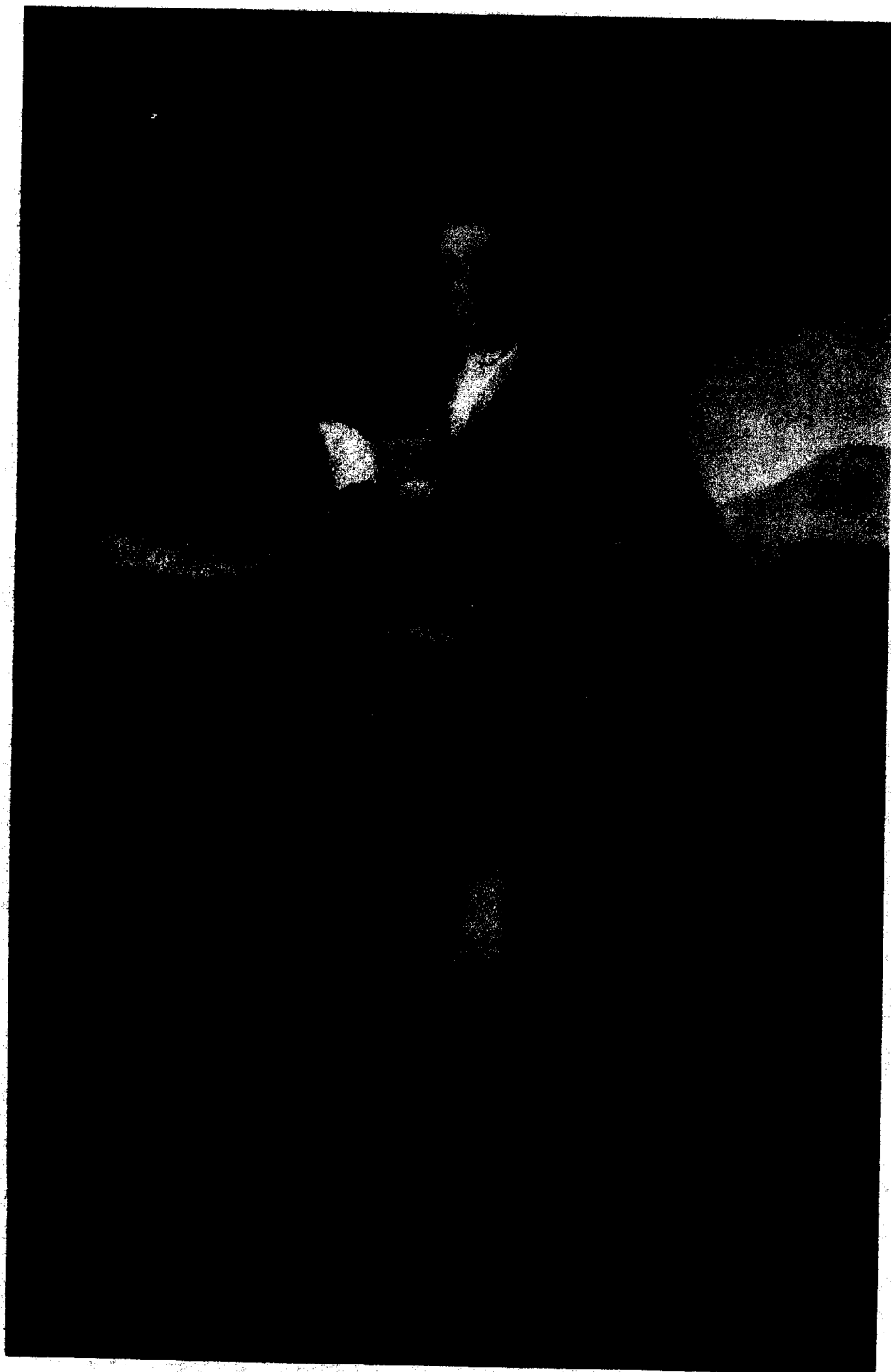
-- Egon Schi

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Designed by: COMMUNICATION PARTNERS WORLDWIDE

EXHIBIT E

THE FINER POINTS OF FINE ART CAPITAL

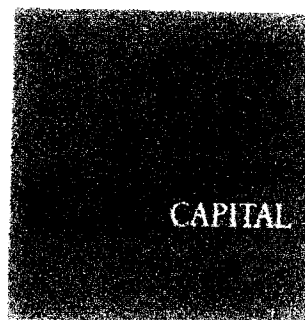


- We are part of Emigrant Bank (founded 1850)
- We often lend more than other banks
- We lend funds for up to 20 years
- You keep your art
- We lend at competitive bank rates
- We have flexible 'clean up' provisions
- We are bankers. We do not buy or sell art, or advise clients

EMIGRANT BANK

For a confidential consultation, please call Hope Tate at 212-850-4507.

- Lines of credit
- Acquisition financing
- Sale financing
- Liquidity loans
- Estate tax financing
- Life insurance premium financing



Financing the World's Treasures